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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
: Case Nos. 00-B-41065 (SMB)  
RANDALL'S ISLAND FAMILY GOLF : through 00-B-41196 (SMB)  
CENTERS, INC., et al., :  
: (Jointly Administered)  
Debtors. :  
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**ORDER (I) APPROVING AN AMENDMENT TO KEY EMPLOYEE RETENTION  
PROGRAM; (II) APPROVING PAYMENT OF SALARIES OF RETAINED EMPLOYEES  
PURSUANT TO SECTION 506(c); AND (III) GRANTING  
AUTHORITY TO PAY SEVERANCE PAYMENTS  
AS ADMINISTRATIVE EXPENSES**

THE HONORABLE STUART M. BERNSTEIN,  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Upon the Motion (the "Motion") of the captioned debtors and debtors-in-possession (the "Debtors") dated February 8, 2001, seeking entry of an Order (i) approving an amendment to a key employee retention program; (ii) approving the payment of salaries of retained employees pursuant to section 506(c) of title 11 of the U.S. Code (the "Bankruptcy Code"); and (iii) granting authority to pay severance payments as administrative expenses,

And notice of the Motion having been given to (i) the Office of the United States Trustee, (ii) Berlack, Israels, & Liberman, LLP, counsel to the Official Committee of Unsecured Creditors, (iii)

Morgan, Lewis & Bockius, LLP, counsel to The Chase Manhattan Bank, as agent for certain of the Debtors' pre and postpetition lenders, and (iv) all other parties who have filed a notice of appearance in these chapter 11 cases;

And it appearing that no further notice of the Motion need be given;

And it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this is a core proceeding pursuant to § 157(b)(2);

And after due deliberation and sufficient cause appearing therefor, it is

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Debtors are authorized (i) to amend the Retention Program, as that term is defined in the Motion, (ii) to pay the salaries of Wind Down Employees, as that term is defined in the Motion, and (iii) to pay severance to the Wind Down Employees not covered by the Retention Program, as amended, as administrative expenses pursuant to sections 503(a) and 507(a)(1) of the Bankruptcy Code.

Dated: New York, New York  
February 23, 2001

/s/ STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE